

CATERPILLAR INC
Form 3/A
January 28, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Johnson Denise C</p> <p>(Last) (First) (Middle)</p> <p>100 N.E. ADAMS STREET</p> <p>(Street)</p> <p>PEORIA, IL 61629</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/12/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CATERPILLAR INC [CAT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Group President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>01/27/2016</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,367	D	Å
Common Stock	1,939	I	Held by 401(k) Plan ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option	03/05/2015	03/05/2022	Common Stock	4,330	\$ 110.09	D	Â
Employee Stock Option	03/04/2016	03/04/2023	Common Stock	17,141	\$ 89.75	D	Â
Employee Stock Option	Â (2)	03/03/2024	Common Stock	25,152	\$ 96.31	D	Â
Employee Stock Option	Â (3)	03/02/2025	Common Stock	47,832	\$ 83	D	Â
Phantom Stock Units	Â (4)	Â (4)	Common Stock	3,292	\$ (5)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Denise C 100 N.E. ADAMS STREET PEORIA, IL 61629	Â	Â	Â Group President	Â

Signatures

By: D.C. Johnson; G. Acker, POA 01/27/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The information in this report is based on a 401(k) Plan statement dated as of 12/31/2015.
- (2) The stock options were granted pursuant to the Caterpillar Inc. 2006 Long-Term Incentive Plan and vest equally in 1/3 increments beginning on the first anniversary of the grant date.
- (3) The stock options were granted pursuant to the Caterpillar Inc. 2014 Long-Term Incentive Plan and vest equally in 1/3 increments beginning on the first anniversary of the grant date.
- (4) The phantom stock units were acquired under the Caterpillar Inc. Supplemental Deferred Compensation Plan and are to be settled 100% in cash upon the reporting person's retirement or separation from service.
- (5) Each phantom stock unit is the economic equivalent of one share of Caterpillar Inc. common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.